Prima Communications Ltd
Regd. Office : Pressman House, 10A Lee Road, Kolkata 700 020
T: (033) 40310810 F: (033) 40310813
primacommunicationsltd@gmail.com www.primacommunications.in
CIN: L65999WB1982PLC065038

NOTICE

Notice is hereby given that the Annual General Meeting of the company will be held at the Registered Office at Pressman House, 10A Lee Road, Kolkata 700 020 on Wednesday, 30th September, 2015 at 1.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Statement of Profit & Loss for the year ended 31st March, 2015 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.

2. To appoint a director in place of Mr B G Pasari (DIN: 01972314) who retires by rotation and being eligible offers himself for reappointment.

3. To appoint M/s S M Daga & Co., Chartered Accountants (Firm Registration No 303119E) as Auditors of the company and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

To Consider and if though fit, to pas with or without modification(s), the following Resolution as an **Ordinary Resolution**:

4. "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms Pramina Suchanti (DIN: 00273736) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Prima Communications Ltd

To Consider and if though fit, to pas with or without modification(s), the followings Resolution as a **Special Resolution** :

5. "RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr No	Nature of transaction as per section 188 of the Companies Act, 2013	Name of the Director/KMP and their relatives	Name of Related Party	Amount (Rs .in lacs per annum)
1	Cost of Advertising	Dr Niren Suchanti and Mr Navin Suchanti, Directors are common directors and promoters with shareholding interest in Pressman Advertising Limited. Ms Pramina Suchanti, Director is promoter with shareholding interest in Pressman Advertising Limited. Mr B G Pasari, Director is act as CFO in Pressman Advertising Ltd	Pressman Advertising Ltd	5.00

"RESOLVED THAT the Board of Directors and / or a Committee thereof, be and is hereby authorised to do or cause to be done all such act, matter, deeds, and things and to settle any queries, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the interest of the Company."

Registered office:
Pressman House
10A Lee Road
Kolkata 700 020

For & on behalf of the Board

Dr Niren Suchanti
Director

Date :28th May,2015
Place : Kolkata

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll to vote in his stead. Proxy need not be a member. Proxies in order to be valid should be lodged at the registered office of the company not later than 48 hours before the meeting.

2. **Voting through electronic means**

   I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

   II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

   III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

   IV. The remote e-voting period commences on **27.09.2015(9:00 am)** and ends on **29.09.2015(5:00 pm).** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23.09.2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email-Ids are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Open the internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login

(iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.:1800-222-990.

(v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

(vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

(vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

(viii) Select "EVEN" (E-Voting Event Number) of **Prima Communications Ltd** Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to smd.deepak@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided in the enclosed Annexure with this AGM Notice.
(ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

C. **Other Instructions:**

i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **23rd September, 2015.**

v. Notice of the AGM along with attendance slip and proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

vi. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **23rd September,2015** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990

vii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

viii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

ix. Mr Deepak Daga, Chartered Accountant, 11 Clive Row, Kolkata 700 001 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

xi. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xii. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company **www.primacommunications.in** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the listed stock-exchange viz. CSE.

3. The Registrar of Members and Share Transfer Register of the company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No 4

As per requirement of Clause 49 of the Listing Agreement, Ms Pramina Suchanti (DIN: 00273736) was appointed as an Additional Director on 31.03.2015 and will hold office till the ensuing Annual General Meeting. The Company has received a notice in writing from a shareholder together with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing candidature of Ms Pramina Suchanti for the office of Director of the Company.

Ms Pramina Suchanti is the wife of Mr Navin Suchanti, Director.

Brief resume of Ms Pramina Suchanti

Ms Pramina Suchanti is a B.A. from Calcutta University and has 30 years experience in administration. She is a Committee Member of International Marwari Federation.

She has shareholding interest in the Company.

Save and except Ms Pramina Suchanti and her relative, to the extent of their shareholding interest, if any, in the company, none of the other Directors except Mr Navin Suchanti, Director/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No 4 of the Notice.

The Board recommends the Resolution set out at Item No 4 of the Notice for approval by the members.

Prima Communications Ltd

Item No 5.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the company must obtain prior approval of the Board of Directors.

In accordance of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your company may enter into with the related parties as defined under Section 2(76) of the Companies Act, 2013.

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship
Pressman Advertising Ltd	Dr Niren Suchanti and Mr Navin Suchanti, Directors are common Directors and promoters with shareholding interest in Pressman Advertising Ltd. Ms Pramina Suchanti, Director is promoter with shareholding interest in Pressman Advertising Ltd. Mr B G Pasari, Director is CFO in Pressman Advertising Ltd.

b. Advertising, PR and allied services :

The Company has entered into arrangement with Pressman Advertising Ltd for availing services like press release/notifications in news papers, magazines and digital advertising, etc. The amount being charged for the said services is as per media rate and quantum depends upon the business requirement of the Company.

The members are further informed that no member/s of the Company being a related party or having interest in the resolution as set out at item no 5 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item no 5 for approval of the members.

Except Promoters, Directors and their relatives (to he extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

Prima Communications Ltd
Regd. Office : Pressman House, 10A Lee Road, Kolkata 700 020
T: (033) 40310810 F: (033) 40310813
primacommunicationsltd@gmail.com www.primacommunications.in
CIN: L65999WB1982PLC065038

ATTENDANCE SLIP

(PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

Joint shareholders may obtain additional slip at the venue of the meeting

NAME:
ADDRESS:
JOINT HOLDER(S) NAME:
FOLIO / DP ID & CLIENT ID :
NO. OF SHARES:

I hereby record my presence at the Annual General Meeting of the Company held at Pressman House, 10A Lee Road, Kolkata 700 020 on Wednesday, 30th September, 2015 at 1:00 pm and any adjournment thereof.

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____
(In block letters)

* To be signed at the time of handing over the slip

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	**USER - ID**	**Password**
103281		

Please refer to e-voting instructions at the Notice of the AGM before voting electronically.

The e-voting facility will be available during the following voting period:
Remote E-voting Starts On : 27th September, 2015 at 09:00 A.M (IST)
Remote E-voting Ends On : 29th September, 2015 at 05:00 P.M (IST)

Prima Communications Ltd
Regd. Office : Pressman House, 10A Lee Road, Kolkata 700 020
T: (033) 40310810 F: (033) 40310813
primacommunicationsltd@gmail.com www.primacommunications.in
CIN: L65999WB1982PLC065038

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		Email ID:	
Address:		Folio No / DP-ID & Client ID:	

I/We being the member(s) of.....shares of Prima Communications Ltd, hereby appoint :

1)_____ of_____having email id_____ or failing him

2)_____ of_____ having email id_____ or failing him

3) _____ of _____ having email id_____
and whose signature(s) are appended below as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company, to be held on Wednesday, 30th September, 2015 at Pressman House, 10A Lee Road, Kolkata 700 020 at 1:00 pm and at any adjournment thereof in respect of such resolutions as are indicated below :

** I wish my above proxy to vote in the manner as indicated in the box below :

Resolutions	**For**	**Against**
1. Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. Re-appointment of Mr. B G Pasari as Director who retires by rotation		
3. Appoint the Auditors of the Company and to authorize the Board to fix their remuneration.		
4. Appointment of Ms Pramina Suchanti as Director		
5. Approval of Related Party Transactions		

Signature this.....day of ..... 2015 _____ Signature of shareholder

Affix Revenue Stamp

_____ _____ _____
Signature of first Proxy holder Signature of second Proxy holder Signature of third Proxy holder

Note : (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
(2) A Proxy need not be a member of the Company.
(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
**(4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
(5) Appointing a proxy does not prevent a members from attending the meeting in person if he so wishes.
(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.